

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(B)

Mark Falk, Esq.
Liza M. Walsh, Esq.
Stephen V. Falanga, Esq.
WALSH PIZZI O'REILLY FALANGA LLP
Three Gateway Center
100 Mulberry Street, 15th Floor
Newark, NJ 07102
(973) 757-1100
*Counsel for Randi S. Ellis, Legal Representative for
Future Talc Claimants*

In re:

LTL Management, LLC,

Debtor.

Case No.: 23-12825

Judge: Michael B. Kaplan

Chapter: 11

**CERTIFICATION OF JAMES H. RUITENBERG IN SUPPORT OF
APPLICATION FOR RETENTION OF BEDERSON LLP AS
FINANCIAL ADVISOR, EFFECTIVE AS OF JUNE 26, 2023**

I, James H. Ruitenberg, being of full age, certify as follows:

1. Bederson LLP ("Bederson") is seeking authorization to be retained as financial advisor in connection with the above- referenced bankruptcy case of LTL Management LLC ("LTL" or "Debtor") for Randi S. Ellis, Legal Representative for Future Talc Claimants ("FCR"). I make this certification in support of the Application for Retention of Bederson LLP, effective as of June 26, 2023 filed by the FCR (the "Application").
2. I am Partner at Bederson LLP, which maintains offices at 100 Passaic Avenue, Suite 310, Fairfield, New Jersey 07004. As Partner at Bederson, I have either personal knowledge, or have reviewed information compiled by others as Bederson agent, of the factual information contained herein.¹
3. Bederson has designated Charles N. Persing, CPA/CFF, CVA, CIRA, CFE, as the principal accountant who will lead Bederson's engagement. His expertise is reflected in his current

¹ Certain of the disclosures set forth herein relate to matters within the knowledge of other Partners at Bederson and are based on information provided by them.

curriculum vitae. Attached hereto as Exhibit 1 is the curriculum vitae of Charles N. Persing.

4. The proposed arrangement for compensation, including hourly rates, if applicable, is as follows:

Bederson is willing to provide financial advisory and consulting services for the FCR in connection with LTL's bankruptcy case on the terms and conditions as more fully set forth in the Engagement Letter dated June 23, 2023, attached hereto as Exhibit 2 including the following:

- Advise the FCR in connection with and in preparation for meetings with the Debtor and other constituencies and their respective professionals, to ensure that the Future Claimants are treated equitably with the Current Claimants;
- Prepare for and attend meetings with the FCR ;
- Analyze and advise the FCR about any plan of reorganization proposed by the Debtor, the TCC or any other party-in-interest, including the related assumptions and rationale, and the related disclosure statements;
- Analyze structure(s) proposed for Trust funding and perform due diligence of proposed sources of Trust funding
- Assist in preparing forecast cash flow model for purposes of plan and Trust related negotiations, and;
- Provide other services as requested by the FCR which may include but not be limited to, analyzing and commenting upon operating and cash flow projections, business plans, operating results, financial statements, other documents and information provided by the Debtor and their professionals, and other information and data presented to the FCR.

Bederson understands that the compensation to be paid for the services it provides to the FCR is subject to the approval of the Bankruptcy Court on notice to interested parties in the Bankruptcy Case who have the opportunity to object. Bederson agrees to receive compensation and reimbursement in accordance with its standard billing practices, the provisions of its Standard Commercial Terms contained in the Engagement Letter and Agreement, and Sections 330 and 331 of the Bankruptcy Code, as well as any order establishing procedures for interim compensation and reimbursement of expenses of retained professionals and any other applicable orders of this Bankruptcy Court. Bederson's fees will be commensurate with the fees charged to its other clients and in other cases of this size (provided such clients are billed hourly). Bederson also understands and agrees that payment of invoices for services rendered under its Engagement Letter shall be the sole responsibility of LTL.

Fees are based on Bederson's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the professionals who provide services to the FCR. The current standard hourly rates for the Bederson personnel that will work on this engagement are as follows:

<u>Billing Category</u>	<u>Range</u>
Partners	\$500.00 - \$600.00
Managers	\$375.00 - \$450.00
Supervisors	\$300.00 - \$350.00
Seniors	\$225.00 - \$275.00
Staff Accountant	\$175.00 - \$225.00

☐ Pursuant to D.N.J. LBR 2014-3, I request a waiver of the requirements of D.N.J. LBR 2016-1.

5. To the best of my knowledge, after reasonable and diligent investigation, my connection with the debtor(s), creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

X None.

Describe connection: See No. 6 below.

6. To the best of my knowledge, after reasonable and diligent investigation, the connection of Bederson, its members, shareholders, partners, associates, officers and/or employees with the debtor(s), creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

X None.

Describe Connection:

The FCR has provided Bederson with a listing of potentially interested parties in the Chapter 11 Case (the "Interested Parties") which is attached as Exhibit 3 hereto. Under my direction, Bederson undertook a detailed, good faith search to determine and to disclose, as set forth herein, whether we have provided or currently provide consulting services to any Interested Parties in any unrelated matters. On June 23, 2023, a listing of potentially interested parties was circulated to all Bederson employees and partners along with a request for conflicts of interest and/or independence. No conflicts were identified.

To the extent I discover any additional facts bearing on the matters described herein and required to be disclosed during the period of the FCR's retention of Bederson, I will supplement the information contained in this Certification via disclosure to the Court.

7. To the best of my knowledge, my firm, its members, shareholders, partners, associates,

officers and/or employees and I (check all that apply):

- ☒ do not hold an adverse interest to the estate.
- ☒ do not represent an adverse interest to the estate.
- ☒ are disinterested under 11 U.S.C. § 101(14).
- ☒ do not represent or hold any interest adverse to the debtor or the estate with respect to the matter for which I will be retained under 11 U.S.C. § 327(e).
- ☐ Other. Explain:

8. If the professional is an auctioneer,

a. The following are my qualifications and experience with the liquidation or sale of similar property: N/A

b. The proposed method of calculation of my compensation, including rates and formulas, is: N/A

Pursuant to D.N.J. 2014-2, I ☐ do or ☐ do not request a waiver of the requirements of D. N. J. LBR 2016-1.

c. The following is an estimate of all costs and expenses, including labor, security, advertising, delivery, mailing, and insurance, for which I will seek reimbursement from the sale proceeds: N/A

d. Have you, or a principal of your firm, been convicted of a criminal offense? N/A

e. I certify that a surety bond as described in D.N.J. LBR 2014-2(a)(6) is in effect and will remain so through the date of turnover of the auction proceeds. N/A

9. If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows: N/A

I certify under penalty of perjury that the above information is true.

Date: 6/26/23


James H. Ruitenberg

EXHIBIT 1



EDUCATION:

Mr. Persing has a Bachelor of Science Degree in Business Administration majoring in Accounting from Drexel University. His education has been supplemented by various continuing education courses offered by a variety of professional organizations, which resulted in the following certifications and licenses:

Certified Public Accountant (CPA) in Pennsylvania
Certified in Financial Forensics (CFF)
Certified Insolvency and Restructuring Advisor (CIRA)
Certified Valuation Analysts (CVA)
Certified Fraud Examiners (CFE)

EMPLOYMENT/EXPERIENCE:

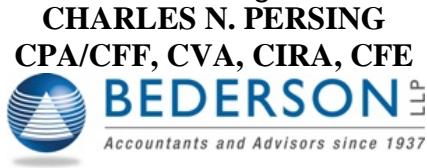
Mr. Persing has provided a variety of financial consulting and accounting services as part of his roles in public and private companies and consulting since 1981. Chuck has been exposed to all aspects of bankruptcy and financial restructuring. Mr. Persing has acted as the financial advisor and in other fiduciary capacities to Debtors, Official Committees, litigation and liquidating trustees and both Chapter 7 and Chapter 11 Trustees,. Recently, Chuck has been a receiver and a CRO to a Chapter 11 trustee, and has assisted trustees and others in sales of assets including real estate, annuities, industrial equipment, and entire businesses. Chuck was selected as a Subchapter V Trustee in the Eastern and Southern Districts of New York and has served in over 30 Subchapter V cases and counting. Chuck is also a member of the National Association of Bankruptcy Trustees' board and its treasurer. In addition he represents Chapter 7 Trustees in PA, NY, DE and CT and performing valuations and handling commercial disputes.

Earlier, he has spent approximately four years with a formerly publicly traded company during its Chapter 11 and 7 proceedings assisting in all aspects of the proceedings, during the last two of those years his efforts were spent providing extensive litigation support in various matters including a \$300 million preference and contract dispute adversary action.

Prior experience included two years in various Corporate Development and M&A assignments for a publicly traded Telecommunications Company, several of the assignments involved troubled investments or contract dispute resolution. Earlier, Mr. Persing spent 14 years in various financial and operational capacities in the radio and media industries providing M&A, Financing and post-acquisition restructuring services. Initially, Mr. Persing spent four years with a Philadelphia based Regional Public Accounting firm.

Representative assignments on which he has worked include:

- | | |
|--|---|
| • Acquisition Disputes | □ Economic Damages Analysis |
| • Asset Recovery and Liquidation | □ Business Valuation |
| • Bankruptcy and Troubled Company Issues | □ Merger and Acquisition Assistance |
| • Business Reorganizations | □ Policies and Procedures Reviews |
| • Fraud Investigation | □ Due Diligence Assistance |
| • Receiverships | □ Litigation support |
| • Assisting Liquidation Trustees | □ Assisting Plan administrator |
| • Assisting Litigation Trustees | □ Subchapter V Trustee in the Eastern
and Southern Districts of New York |



PARTNER

ASSOCIATIONS:

American Institute of Certified Public Accountants (AICPA)
National Association of Certified Valuation Analysts (NACVA)
Association of Insolvency and Restructuring Advisors (AIRA)
Association of Certified Fraud Examiners (ACFE)
Pennsylvania Institute of Certified Public Accountants (PICPA)
Turnaround Management Association (TMA)



Specific Experience

Mr. Persing has provided tax accounting and advisory services to Debtors, Trustees in all aspects of bankruptcies and has been called upon to assist Chapter 7 Trustees, Litigation and Liquidating Trustees and Receivers with litigation assistance including revaluation of proposed settlements and the related financial implications of the settlement. Mr. Persing has served as a Receiver. In addition Mr. Persing has marketed, sold numerous assets/companies for Chapter 7 trustees domestically and internationally and has operated a division of a formerly public Chapter 7 Company until sale. In that same case Mr. Persing assisted the litigation team in trail which resulted in a \$320,000,000 collection. Mr. Persing has consulted for other Bederson Partners in various aspects of litigation, liquidating and receiver cases.

Mr. Persing has been a Receiver in the following cases:

- A-1 Specialized Services & Supplies, Inc.
- Hovatter Friedman, Saputelli & Levi LLP
- West Girard Holdings

Mr. Persing has represented Liquidating/Litigation Trustees in the following cases:

- CVC CCL Holdings, Inc./Liquidating Trust
- DCI Management Group, Inc.
- CT1 LLC
- EBHI Liquidating Trust
- Specialty Packaging Holdings, Inc.
- Unilife Creditor's Liquidation Trust
- Gumps Holdings Liquidating Trust
- NSC Liquidating Trust
- Patriot National Inc.
- PBS Brand Co., LLC
- Rams Associates, LP
- Schurman Fine Paper & Subsidiary
- The Relay Company LLC
- William Bowman Associates Inc. Liquidating Trust

Mr Persing is currently representing a post confirmation Plan Administrator:

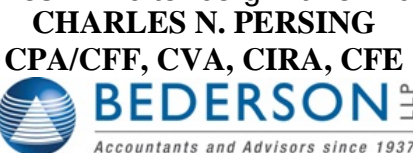
- ION Geophysical Corporation

Mr. Persing has represented Chapter 11 trustees as follows:

- Sno Mountain LP (As Accountant and Advisor)
- Choates G. Construction, LLC (Sub V) (As Accountant and Advisor)

Mr. Persing has represented Chapter 11 trustees as follows:

- Mairec Precious Metals US Inc (Operating Officer and Advisor)



PARTNER

Testimony

2008	U.S. Bankruptcy Court, Eastern District of Pennsylvania	Testimony	Chapter 7 Trustee for the Estate of Pennsylvania Gear Corporation – Debtor v. William Stranahan, et al. – fraudulent conveyance action
2010	Superior Court of New Jersey, Essex County, New Jersey	Deposition	Lava Java, Inc., v. Radamaes Velazquez, JR. Shane DeLeon, Gold, Albanese & Barletti (as successor in interest to Gold, Albanese, Barletti & Velazquez), John Does 1-10 and Richard Roes 1-10. - Professional malpractice
2011	U.S. Bankruptcy Court, District of New Jersey	Testimony	Chapter 11 Estate of Ben and Susan Costanza – Confirmation Hearing
2012	Superior Court of New Jersey, Morris County, New Jersey	Deposition	333 Realty L.L.C. v. CherryRoad Technologies, Inc. – Lease termination damage analysis
2012	U.S. Bankruptcy Court, District of New Jersey	Deposition	Chapter 11 Estate of One2One Communications, LLC– Confirmation Hearing
2012	U.S. Bankruptcy Court, District of New Jersey	Testimony	Chapter 11 Estate of One2One Communications, LLC – Confirmation Hearing
2013	U.S. Bankruptcy Court, District of New Jersey	Deposition	Chapter 11 Estate of One2One Communications, LLC– Confirmation Hearing
2013	U.S. Bankruptcy Court, Eastern District of Pennsylvania	Testimony	Chapter 11 Estate of Joseph Clark – Fee Objection Hearing
2013	U.S. Bankruptcy Court, Eastern District of Pennsylvania	Testimony	Chapter 11 Estate of Joseph Grasso – Conversion Hearing
2013	U.S. Bankruptcy Court, Eastern District of Pennsylvania	Testimony	Chapter 7 Estate of Keystone Surplus Metals, Inc. – Motion to Pay Allowed Chapter 11 Administrative Expenses, or Alternatively, Fixing a Date by which Chapter 7 Trustee Must File Final Report and Account
2013	U.S. Bankruptcy Court, Eastern District of Pennsylvania	Testimony	Chapter 7 Estate of Scimeca Foundation, Inc. – Objection to Sale
2013	U.S. Bankruptcy Court, Eastern District of Pennsylvania	Testimony	Chapter 7 Estate of Joseph Grasso – Fee Objection Hearing
2014	Arbitration, Hackensack NJ	Hearing	Kevin R Basralian, MD. V. Gene S. Rosenberg, MD NJ Valuation for shareholder buy out
2015	U.S. Bankruptcy Court, Eastern District of Pennsylvania	Testimony	Chapter 7 Estate of Joseph Grasso – Evidentiary Hearing
2020	U.S. Bankruptcy Court, Eastern District of Pennsylvania	Testimony	Chapter 7 Estate of Stephanie Paula Farber – 9019 Settlement Hearing



Publications and Presentations

<u>Date</u>	<u>Publication</u>	<u>Title</u>
2007	Association of Certified Fraud Examiners (ACFE)	<i>"Fraud Casebook, Lessons from the Bad Side of Business,"</i> Chapter 54, pgs. 519 – 526
2010	Commerce Magazine	"Helping Nonprofits to see a Better way to do business," pg. 44
2014	NJCPA Magazine	"How To Value Entities with Complex Capital Structures," pg. 20
2016	New Jersey Business Magazine	Small Business Page of the February edition "Weekly cash planning tips," pg. 20
2016	Essex County Bar Foundation	"NJ Not So Basic Estate Administration and Planning Program", co presenter
2018	NACVA Association Quarterly Newsletter	Ethics in Cyber Security: "WWW in Reference to Cyber Security Does Not Mean What You Think!" https://www.nacva.com/content.asp?contentid=624
2018	Various Presentations	"What Lawyers Need to Know About Valuing Wine Collections", co presenter
2019	PNC Bank, National Association - PNC Legal Department, Asset Recovery Group	"Receiverships 101 – Methodology and Formulations", co presenter
2021	NABT Presentation August	"Diagnosis of the "sick" company: Financial Analysis", co presenter
2022	NABT American Bankruptcy Trustee Journal	"Subchapter V Q&A with Charles Persing" pgs. 30-31 winter 2022.
2022	AGN NARM Presentation	"Bankruptcy 101" May 17, 2022
2022	New Jersey Business Magazine	Subchapter V Bankruptcy: A Lifeline to Small Businesses, February 2022 pg. 18
2022	NABT Presentation	"Issues for Non-Lawyer Subchapter V Trustees", co presenter. June 8, 2022
2022	Norton Journal of Bankruptcy Law and Practice	"Perspectives on Subchapter V from an Attorney Trustee and Accountant Trustee", co-Author June 2022
2023	American Bankruptcy Trustee Journal	"Accountant's Special Top 10", February 2022 Volume 39 Issue 01 pgs. 11 to 13

EXHIBIT 2



June 23, 2023

Walsh Pizzi O'Reilly Falanga LLP
Three Gateway Center
100 Mulberry Street, 15th Floor
Newark NJ 07102
Attn: Malk Falk, Esq.

Re: LTL Management LLC, Financial Advisor to Future Talc Claimants Representative
Case number 23-12825

Dear Mr. Falk:

Thank you for this opportunity to provide our services to Randi Ellis, in her capacity as the Future Talc Claimants Representative ("FCR" or "Client") of the debtor, LTL Management LLC in the above-referenced bankruptcy case (the "Bankruptcy Case"). In connection with this engagement, we understand Walsh Pizzi O'Reilly Falanga LLP ("Walsh") is retaining us directly on behalf of the FCR appointed by the Bankruptcy Court on May 18, 2023.

We will provide our financial advisory and consulting services as requested by Walsh on behalf of the FCR. This letter summarizes our understanding of the engagement and identifies the services Bederson, LLP will provide.

QUALIFICATIONS

Bederson, LLP is well qualified to serve as bankruptcy consultants and special financial advisors to the FCR. Bederson, LLP specializes in assisting and advising debtors, creditors, investors and court-appointed officials in bankruptcy proceedings, and in out of court workouts. Its services have included assistance in developing, analyzing, evaluating and negotiating significant debtor-in-possession business transactions, analyzing and identifying potential fraudulent conveyances pursuant to section 548 of the Bankruptcy Code, assisting in development and negotiation and confirmation of plans of reorganization and testifying regarding debt restructuring, feasibility, and other relevant issues.

Bederson LLP has been retained as financial advisors to the asbestos Futures Representative in the Federal-Mogul Chapter 11 (Bankr. D. Del, Case No. 01-10578), North American Refractories Company chapter 11 cases (Bankr. W.D. Pa Case no. 02-20198 and G-1 Holdings Inc. (Bankr. D. N.J. Case No. 01-3135).

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SCOPE OF SERVICES

All of the services that Bederson, LLP will provide to the FCR will be; (i) at the request of Walsh on behalf of the FCR; (ii) appropriately directed so as to avoid duplicative efforts among the professionals retained in the Bankruptcy Case, and (iii) performed in accordance with applicable professional standards of the accounting profession. Bederson understands that it will be working at Walsh's direction regarding the scope of the work and the manner in which the services are prepared and presented. Bederson's work will be objective and impartial and Bederson will conduct independent analysis in connection with any services Walsh may request on behalf of its client the FCR or Walsh and Bederson may deem necessary or appropriate.

It is presently anticipated that Bederson LLP will provide the following services:

- Advise the FCR in connection with and in preparation for meetings with the Debtor and other constituencies and their respective professionals, to ensure that the Future Claimants are treated equitably with the Current Claimants;
- Prepare for and attend meetings with the FCR ;
- Analyze and advise the FCR about any plan of reorganization proposed by the Debtor, the TCC or any other party-in-interest, including the related assumptions and rationale, and the related disclosure statements;
- Analyze structure(s) proposed for Trust funding and perform due diligence of proposed sources of Trust funding
- Assist in preparing forecast cash flow model for purposes of plan and Trust related negotiations, and;
- Provide other services as requested by the FCR which may include but not be limited to, analyzing and commenting upon operating and cash flow projections, business plans, operating results, financial statements, other documents and information provided by the Debtor and their professionals, and other information and data presented to the FCR.

The terms of our engagement are as follows:

Bederson's work generally will involve financial analyses of accounting books and records and other financial information/documents. Our engagement does not include an audit, review, or compilation in accordance with Generally Accepted Auditing Standards ("GAAS") of any financial statements.

The workpapers and other materials created by us during this engagement are the property of Bederson. All documents provided by Client in our possession will be returned to Walsh and the FCR upon request, to the extent that they remain in our possession.



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CONFIDENTIALITY

Bederson understands that it is the intention of Walsh and the FCR and the position of Walsh and the FCR that the services performed under this Agreement will be covered by the attorney client and/or work-product privilege and other applicable privileges. Accordingly, Bederson agrees that all communications and other documents prepared or received by Bederson pursuant to this Agreement will be maintained by Bederson as confidential material in accordance with the terms hereof, and will not be disclosed to third parties without the consent of Walsh and the FCR. Bederson also agrees to abide by the terms of any Confidentiality Orders that may be entered into in connection with the Bankruptcy Case regarding the exchange of information among parties.

If access to any of the materials in Bederson's possession relating to this engagement is sought by a third-party, we will promptly notify you of such action, tender to you our defense responding to such request and cooperate with you concerning our response thereto. In the event that any entity serves a subpoena upon Bederson for testimony or the production of documents or records relating to or arising from any work performed for you in connection with this engagement, Bederson, LLP is entitled to be reimbursed for all its time, costs, and attorneys' fees incurred by responding to such subpoena(s), provided Client's Counsel shall assist in the response to such subpoena(s).

We have undertaken a reasonable review of our records to determine our professional relationships. We are not aware of any conflicts of interest or relationships that would, in our sole discretion, preclude us from performing the aforementioned services for Client. We reserve the right to discontinue providing services if we believe any parties create a conflict. We are not restricted from working on other engagements including unrelated engagements involving other parties; however, all confidential information gained in this engagement will be kept private.

STAFFING

An important factor in selecting a consulting firm is the experience and qualifications of the individuals available to assist with specific cases. Charles Persing has extensive experience preparing valuations and providing forensic, economic and financial analysis of commercial disputes, including asbestos matters serving as asbestos future claims representative. Mr. Persing will have responsibility for this assignment and will be assisted by other Bederson partners and directors, including Toni Klimowicz, James Ruitenberg, Christopher Phillipps and Steven Bortnick, as well as other professionals in support roles, as needed.

LIMITATION OF LIABILITY

In no event will Bederson be liable for incidental or consequential damages to Client even if we have been advised of the possibility of such damages. In any event, our maximum aggregate liability to Client for any reasons relating to services performed under this Agreement, whether in contract, tort, or otherwise will be limited to the amount paid to us by Client for the services giving rise to the liability, except to the extent finally determined to have resulted from malpractice, gross negligence or willful misconduct by Bederson.



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In the event we are required to respond to a subpoena, court order or other legal process for the production of documents and/or testimony relative to information we obtained and/or prepared during the course of this engagement, Client agrees to compensate us at our hourly rates, as set forth below, for the time we expend in connection with such response, and to reimburse us for all of our out-of-pocket costs incurred in that regard.

PROFESSIONAL FEES AND EXPENSES

Bederson, LLP will seek compensation for its services in accordance with its customary practices and in accordance with the guidelines of the Bankruptcy Court, for professional time, activities, and expenses incurred in this engagement. Our fees are based upon the hours expended by each assigned staff member, billed in six minute increments, extended by the standard hourly billing rate for the individual, plus out-of-pocket costs. Our fees are not contingent on any outcome achieved as a result of our services and we do not warrant or predict results or final developments in this engagement.

Our services will be provided based on our current hourly rates which range from \$175 to \$600, depending upon the experience of the personnel involved as follows:

Partners	\$500.00 - \$600.00
Directors and Managers	\$375.00 - \$450.00
Supervisors	\$300.00 - \$350.00
Seniors	\$225.00 - \$275.00
Staff Accountant	\$175.00 - \$225.00

Periodically, our rates are adjusted to reflect the increased experience of our staff and changing market conditions. Reimbursable expenses including outside copy/printing costs, overnight mail, travel, mileage, professional fees for investigative and information services firms, research administrative/computer charges, etc. are billed at actual cost.

It is important to note that detailed fee estimates are always difficult because of the nature of each engagement and the documents that need to be analyzed to assess the issues vary by project. Due to uncertainties, such as the extent of documentation available, required analysis and level of cooperation of various parties, it can be difficult to provide an exact estimate of fees.

Bederson understands that this Agreement and the compensation to be paid hereunder is subject to the approval of the Bankruptcy Court on notice to interested parties in the Bankruptcy Case who have the opportunity to object. Bederson will provide Walsh with a monthly written invoice for the services and out-of-pocket expenses which will be submitted to the Bankruptcy Court for approval on notice to parties in interest. Bederson agrees to receive compensation and reimbursement in accordance with its standard billing practices, the provisions of this Agreement and Sections 330 and 331 of the Bankruptcy Code, any order establishing procedures for interim compensation and reimbursement of expenses of retained professionals and any other applicable orders of this Bankruptcy Court.



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Payment of invoices for services rendered and related costs under this Agreement shall be the sole responsibility of LTL. Bederson agrees to accept as compensation such amounts as may be allowed by the Bankruptcy Court. If Bederson has not received payment of an invoice approved by the Bankruptcy Court (subject to any holdback requirement) within thirty (30) days from date of such approval, Bederson reserves the right to suspend any and all services being provided until such payment is received.

Client agrees that any dispute that may arise regarding the meaning, performance or enforcement of this engagement will be resolved by the United States Bankruptcy Court overseeing the Debtor's Bankruptcy Case.

It is our current policy to retain this engagement's documentation for a period of seven (7) years, after which time we will commence the process of destroying the contents of our engagement files. To the extent we accumulate any of the Client's original records during the engagement, those documents will be returned promptly upon completion of the engagement. The balance of our engagement file, other than a copy of any valuation report, is our property, and we will provide copies of such documents at our discretion and if compensated for any time and costs associated with the effort.

OTHER MATTERS

The Client may terminate this agreement at any time, upon written notice to Bederson. Upon notice of termination, Bederson will stop all work immediately.

Bederson may terminate this agreement in the event that we are asked to reach conclusions that we are in disagreement; it becomes known that information that was expected becomes unavailable; a previously unknown conflict of interest arises; and/or the event of Client's nonpayment.

Please note that it is not our practice to retain work papers, e-mails, notes or data files that have been updated or superseded, unless shared with you or a third-party working with you. However, unless otherwise directed by Walsh or the FCR we will retain copies of e-mails, analyses, draft reports, or other materials provided by you or any third party, or provided by us to you or any third-party.

Client agrees not to use our work product in connection with any other matter, nor to share/publish our work product with any third-party without our express written consent. We may maintain copies of all our work product and related materials for our files. If we choose not to retain copies, Client will be provided access to the work papers upon reasonable notice before destruction. Bederson has a file retention policy requiring the destruction of all client files seven years after each case has been completed. Bederson makes no representation of retention of files after this date, nor assumes any liability for the retention of any information, data, or otherwise in which the Client have such legal liability. Please be advised that there may be important tax or financial information in the files that will be destroyed. Client will have access to our files and may request all or part of our records be copied, or returned to you prior to destruction. This notice represents any and all notice of our retention policy. By signing this letter, you acknowledge understanding of Bederson's retention policy.

We very much appreciate this opportunity to work with you. If this letter accurately reflects understanding of the nature and extent of this engagement, please sign and return one copy of this letter.



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We look forward to assisting you on this important engagement. If you have any questions or comments, please feel free to contact me.

Sincerely,



BEDERSON LLP
James H. Ruitenbergh
For the Firm

Walsh Pizzi O'Reilly Falanga LLP



Name: Hon. Mark Falk (Ret.)
Title: Counsel

June 26, 2023

Date



EXHIBIT 3

LTL Management LLC
Potentially Interested Parties

Debtor

LTL Management LLC

Direct Equity Owner of Debtor

Johnson & Johnson Holdco (NA) Inc.

Debtor's Direct Non-Debtor Subsidiary

Royalty A&M LLC

Other Non-Debtor Affiliates

3Dintegrated ApS
ABD Holding Company, Inc.
ABIOMED R&D, Inc.
ABIOMED, Inc.
Acclarent, Inc.
Actelion Ltd
Actelion Pharmaceuticals Ltd
Actelion Pharmaceuticals Trading
(Shanghai) Co., Ltd.
Actelion Pharmaceuticals US, Inc.
Actelion Treasury Unlimited Company
Albany Street LLC
ALZA Corporation
Alza Land Management, Inc.
AMO (Hangzhou) Co., Ltd.
AMO (Shanghai) Medical Devices
Trading Co., Ltd.
AMO ASIA LIMITED
AMO Australia Pty Limited
AMO Canada Company
AMO Denmark ApS
AMO Development, LLC
AMO France
AMO Germany GmbH
AMO Groningen B.V.
AMO International Holdings
Unlimited Company
AMO Ireland
AMO Italy SRL
AMO Japan K.K.
AMO Manufacturing USA, LLC
AMO Netherlands BV
AMO Nominee Holdings, LLC

AMO Norway AS
AMO Puerto Rico Manufacturing, Inc.
AMO Sales and Service, Inc.
AMO Singapore Pte. Ltd.
AMO Spain Holdings, LLC
AMO Switzerland GmbH
AMO United Kingdom, Ltd.
AMO Uppsala AB
Anakuria Therapeutics, Inc.
AorTx, Inc.
Apsis SAS
Aragon Pharmaceuticals, Inc.
Asia Pacific Holdings, LLC
Atrionix, Inc.
AUB Holdings LLC
Auris Health, Inc.
Backsvalan 6 Handelsbolag
Beijing Dabao Cosmetics Co., Ltd.
BeneVir BioPharm, Inc.
Berna Rhein B.V.
BioMedical Enterprises, Inc.
Biosense Webster (Israel) Ltd.
Biosense Webster, Inc.
Breethe, Inc.
C Consumer Products Denmark ApS
Carlo Erba OTC S.r.l.
Centocor Biologics, LLC
Centocor Research & Development, Inc.
Cerenovus, Inc.
ChromaGenics B.V.
Ci:z. Labo Co., Ltd.
Cilag AG
Cilag GmbH International
Cilag Holding AG
Cilag Holding Treasury Unlimited Company
Cilag-Biotech, S.L.
Coherex Medical, Inc.
ColBar LifeScience Ltd.
Consumer Test Entity
Cordis de Mexico, S.A. de C.V.
Corimmun GmbH
CoTherix Inc.
CRES Holdings, Inc.

CrossRoads Extremity Systems, LLC
CSATS, Inc.
Debs-Vogue Corporation
(Proprietary) Limited
DePuy Hellas SA
DePuy International Limited
DePuy Ireland Unlimited Company
DePuy Mexico, S.A. de C.V.
DePuy Mitek, LLC
DePuy Orthopaedics, Inc.
DePuy Products, Inc.
DePuy Spine, LLC
DePuy Synthes Institute, LLC
DePuy Synthes Products, Inc.
DePuy Synthes Sales, Inc.
DePuy Synthes, Inc.
Dutch Holding LLC
ECL7, LLC
EES Holdings de Mexico,
S. de R.L. de C.V.
EES, S.A. de C.V.
EIT Emerging Implant Technologies GmbH
Ethicon Endo-Surgery (Europe) GmbH
Ethicon Endo-Surgery, Inc.
Ethicon Endo-Surgery, LLC
Ethicon LLC
Ethicon Sarl
Ethicon US, LLC
Ethicon Women's Health & Urology Sarl
Ethicon, Inc.
Ethnor (Proprietary) Limited
Ethnor del Istmo S.A.
Ethnor Farmaceutica, S.A.
Finsbury (Development) Limited
Finsbury (Instruments) Limited
Finsbury Medical Limited
Finsbury Orthopaedics International Limited
Finsbury Orthopaedics Limited
FMS Future Medical System SA
GATT Technologies B.V.
GH Biotech Holdings Limited
Global Investment Participation B.V.
GMED Healthcare BV
Guangzhou Bioseal Biotech Co., Ltd.
Hansen Medical Deutschland GmbH
Hansen Medical International, Inc.

Hansen Medical UK Limited
Hansen Medical, Inc.
Healthcare Services (Shanghai) Ltd.
I.D. Acquisition Corp.
Innomedic Gesellschaft für innovative
Medizintechnik und Informatik mbH
J & J Company West Africa Limited
J&J Argentina S.A.
J&J Pension Trustees Limited
J&J Productos Medicos & Farmaceuticos
del Peru S.A.
J.C. General Services BV
Janssen Biologics (Ireland) Limited
Janssen Biologics B.V.
Janssen BioPharma, LLC
Janssen Biotech, Inc.
Janssen Cilag Farmaceutica S.A.
Janssen Cilag S.p.A.
Janssen Cilag SPA
Janssen Cilag, C.A.
Janssen Development Finance Unlimited
Company
Janssen Egypt LLC
Janssen Farmaceutica Portugal Lda
Janssen France Treasury Unlimited
Company
Janssen Global Services, LLC
Janssen Holding GmbH
Janssen Inc.
Janssen Irish Finance Unlimited Company
Janssen Japan Treasury Unlimited Company
Janssen Korea Ltd.
Janssen Mexico Treasury
Unlimited Company
Janssen Oncology, Inc.
Janssen Ortho LLC
Janssen Pharmaceutica
(Proprietary) Limited
Janssen Pharmaceutica NV
Janssen Pharmaceutica S.A.
Janssen Pharmaceutical K.K.
Janssen Pharmaceutical Sciences
Unlimited Company
Janssen Pharmaceutical Unlimited Company
Janssen Pharmaceuticals, Inc.
Janssen Products, LP

Janssen R&D Ireland Unlimited Company
Janssen Research & Development, LLC
Janssen Sciences Ireland
Unlimited Company
Janssen Scientific Affairs, LLC
Janssen Supply Group, LLC
Janssen Vaccines & Prevention B.V.
Janssen Vaccines Corp.
Janssen-Cilag
Janssen-Cilag (New Zealand) Limited
Janssen-Cilag A/S
Janssen-Cilag AG
Janssen-Cilag Aktiebolag
Janssen-Cilag AS
Janssen-Cilag B.V.
Janssen-Cilag d.o.o. Beograd
Janssen-Cilag de Mexico S. de R.L. de C.V.
Janssen-Cilag Farmaceutica Lda.
Janssen-Cilag Farmaceutica Ltda.
Janssen-Cilag GmbH
Janssen-Cilag International NV
Janssen-Cilag Kft.
Janssen-Cilag Limited
Janssen-Cilag Manufacturing, LLC
Janssen-Cilag NV
Janssen-Cilag OY
Janssen-Cilag Pharma GmbH
Janssen-Cilag Pharmaceutical S.A.C.I.
Janssen-Cilag Polska, Sp. z o.o.
Janssen-Cilag Pty Ltd
Janssen-Cilag S.A.
Janssen-Cilag s.r.o.
Janssen-Cilag, S.A.
Janssen-Cilag, S.A. de C.V.
Janssen-Pharma, S.L.
J-C Health Care Ltd.
Jevco Holding, Inc.
JJ Surgical Vision Spain, S.L.
JJC Acquisition Company B.V.
JJHC, LLC
JJSV Belgium BV
JJSV Manufacturing Malaysia SDN. BHD.
JJSV Norden AB
JJSV Produtos Otricos Ltda.
JNJ Global Business Services s.r.o.
JNJ Holding EMEA B.V.

JNJ International Investment LLC
JNTL (APAC) HoldCo 2 LLC
JNTL (APAC) HoldCo 3 Pte. Ltd.
JNTL (APAC) HoldCo LLC
JNTL (APAC) HoldCo Pte. Ltd.
JNTL (Japan) HoldCo Inc.
JNTL (Malaysia) Sdn. Bhd.
JNTL (Middle East) HoldCo LLC
JNTL (Puerto Rico) HoldCo GmbH
JNTL (Shanghai) Investment Co., Ltd.
JNTL (Switzerland) HoldCo GmbH
JNTL (Thailand) HoldCo LLC
JNTL (UK) HoldCo Limited
JNTL Consumer Health (Belgium) BV
JNTL Consumer Health (Brazil) Ltda.
JNTL Consumer Health
(Czech Republic) s.r.o.
JNTL Consumer Health
(Dominican Republic), S.A.S.
JNTL Consumer Health (Finland) Oy
JNTL Consumer Health (France) SAS
JNTL Consumer Health (Hungary) Kft
JNTL Consumer Health (India)
Private Limited
JNTL Consumer Health
(New Zealand) Limited
JNTL Consumer Health (Norway) AS
JNTL Consumer Health (Philippines) Inc.
JNTL Consumer Health (Poland) sp. z o.o.
JNTL Consumer Health (Portugal) Limitada
JNTL Consumer Health (Services) LLC
JNTL Consumer Health (Slovakia), s.r.o.
JNTL Consumer Health (Spain), S.L.
JNTL Consumer Health (Taiwan) Limited
JNTL Consumer Health (Vietnam) Co. Ltd.
JNTL Consumer Health General
Services BV
JNTL Consumer Health I (Ireland) Limited
JNTL Consumer Health I
(Switzerland) GmbH
JNTL Consumer Health II
(Switzerland) GmbH
JNTL Consumer Health LLC
JNTL Consumer Health Mexico,
S. de R.L. de C.V.

JNTL Consumer Health Middle
East FZ-LLC
JNTL HoldCo 2 LLC
JNTL HoldCo 3 LLC
JNTL HoldCo 4 LLC
JNTL HoldCo 5 LLC
JNTL HoldCo 6 LLC
JNTL HoldCo 7 LLC
JNTL HoldCo 8 LLC
JNTL HoldCo LLC
JNTL Holdings 2, Inc.
JNTL Holdings 3, Inc.
JNTL Holdings B.V.
JNTL Holdings, Inc.
JNTL Ireland HoldCo 2 B.V.
JNTL Netherlands HoldCo B.V.
JNTL Turkey Tüketici Sağlığı
Limited Şirketi
Johnson & Johnson
Johnson & Johnson - Societa' Per Azioni
Johnson & Johnson (Angola), Limitada
Johnson & Johnson (Australia) Pty Ltd
Johnson & Johnson (Canada) Inc.
Johnson & Johnson (China) Investment Ltd.
Johnson & Johnson (Ecuador) S.A.
Johnson & Johnson (Egypt) S.A.E.
Johnson & Johnson (Hong Kong) Limited
Johnson & Johnson (Ireland) Limited
Johnson & Johnson (Jamaica) Limited
Johnson & Johnson (Kenya) Limited
Johnson & Johnson (Middle East) Inc.
Johnson & Johnson (Mozambique),
Limitada
Johnson & Johnson (Namibia)
(Proprietary) Limited
Johnson & Johnson (New Zealand) Limited
Johnson & Johnson (Philippines), Inc.
Johnson & Johnson (Private) Limited
Johnson & Johnson (Singapore)
Holdco LLC
Johnson & Johnson (Thailand) Ltd.
Johnson & Johnson (Trinidad) Limited
Johnson & Johnson (Vietnam) Co., Ltd
Johnson & Johnson AB
Johnson & Johnson AG
Johnson & Johnson Bulgaria EOOD

Johnson & Johnson China Ltd.
Johnson & Johnson Consumer
(Hong Kong) Limited
Johnson & Johnson Consumer
(Thailand) Limited
Johnson & Johnson Consumer B.V.
Johnson & Johnson Consumer
Holdings France
Johnson & Johnson Consumer Inc.
Johnson & Johnson Consumer NV
Johnson & Johnson Consumer
Saudi Arabia Limited
Johnson & Johnson Consumer Services
EAME Ltd.
Johnson & Johnson d.o.o.
Johnson & Johnson de Argentina S.A.C. e. I.
Johnson & Johnson de Chile S.A.
Johnson & Johnson de Colombia S.A.
Johnson & Johnson de Mexico, S.A. de C.V.
Johnson & Johnson de Uruguay S.A.
Johnson & Johnson de Venezuela, S.A.
Johnson & Johnson del Ecuador, S.A.
Johnson & Johnson Del Paraguay, S.A.
Johnson & Johnson del Peru S.A.
Johnson & Johnson do Brasil Industria E
Comercio de Produtos Para Saude Ltda.
Johnson & Johnson Dominicana, S.A.S.
Johnson & Johnson Enterprise
Innovation Inc.
Johnson & Johnson European Treasury
Unlimited Company
Johnson & Johnson Finance Corporation
Johnson & Johnson Finance Limited
Johnson & Johnson Financial
Services GmbH
Johnson & Johnson for Export and
Import LLC
Johnson & Johnson Gateway, LLC
Johnson & Johnson Gesellschaft m.b.H.
Johnson & Johnson GmbH
Johnson & Johnson GT, Sociedad Anónima
Johnson & Johnson Guatemala, S.A.
Johnson & Johnson Health and Wellness
Solutions, Inc.
Johnson & Johnson Health Care
Systems Inc.

Johnson & Johnson Hellas Commercial and
Industrial S.A.
Johnson & Johnson Hellas
Consumer Products
Commercial Societe Anonyme
Johnson & Johnson Hemisferica S.A.
Johnson & Johnson Holdco (NA) Inc.
Johnson & Johnson Holding GmbH
Johnson & Johnson Holdings
(Austria) GmbH
Johnson & Johnson Inc.
Johnson & Johnson Industrial Ltda.
Johnson & Johnson Innovation - JJDC, Inc.
Johnson & Johnson Innovation Limited
Johnson & Johnson Innovation LLC
Johnson & Johnson International
Johnson & Johnson International
(Singapore) Pte. Ltd.
Johnson & Johnson International Financial
Services Unlimited Company
Johnson & Johnson Irish Finance
Company Limited
Johnson & Johnson K.K.
Johnson & Johnson Kft.
Johnson & Johnson Korea Selling &
Distribution LLC
Johnson & Johnson Korea, Ltd.
Johnson & Johnson Limited
Johnson & Johnson LLC
Johnson & Johnson Luxembourg Finance
Company Sarl
Johnson & Johnson Management Limited
Johnson & Johnson Medical (China) Ltd.
Johnson & Johnson Medical
(Proprietary) Ltd
Johnson & Johnson Medical (Shanghai) Ltd.
Johnson & Johnson Medical (Suzhou) Ltd.
Johnson & Johnson Medical B.V.
Johnson & Johnson Medical Devices &
Diagnostics Group - Latin America,
L.L.C.
Johnson & Johnson Medical GmbH
Johnson & Johnson Medical Greece
Single Member S.A.
Johnson & Johnson Medical Korea Ltd.
Johnson & Johnson Medical Limited

Johnson & Johnson Medical Mexico,
S.A. de C.V.
Johnson & Johnson Medical NV
Johnson & Johnson Medical
Products GmbH
Johnson & Johnson Medical Pty Ltd
Johnson & Johnson Medical S.A.
Johnson & Johnson Medical S.p.A.
Johnson & Johnson Medical SAS
Johnson & Johnson Medical
Saudi Arabia Limited
Johnson & Johnson Medical Taiwan Ltd.
Johnson & Johnson Medical, S.C.S.
Johnson & Johnson Medikal Sanayi ve
Ticaret Limited Sirketi
Johnson & Johnson MedTech
(Thailand) Ltd.
Johnson & Johnson Medtech
Colombia S.A.S.
Johnson & Johnson Middle East FZ-LLC
Johnson & Johnson Morocco
Societe Anonyme
Johnson & Johnson Nordic AB
Johnson & Johnson Pacific Pty Limited
Johnson & Johnson Pakistan
(Priate) Limited
Johnson & Johnson Panama, S.A.
Johnson & Johnson Personal Care
(Chile) S.A.
Johnson & Johnson Pharmaceutical Ltd.
Johnson & Johnson Poland Sp. z o.o.
Johnson & Johnson Private Limited
Johnson & Johnson Pte. Ltd.
Johnson & Johnson Pty. Limited
Johnson & Johnson Romania S.R.L.
Johnson & Johnson S.E. d.o.o.
Johnson & Johnson S.E., Inc.
Johnson & Johnson Sante Beaute France
Johnson & Johnson SDN. BHD.
Johnson & Johnson Services, Inc.
Johnson & Johnson Surgical Vision India
Private Limited
Johnson & Johnson Surgical Vision, Inc.
Johnson & Johnson Taiwan Ltd.
Johnson & Johnson UK Treasury
Company Limited

Johnson & Johnson Ukraine LLC
Johnson & Johnson Urban
Renewal Associates
Johnson & Johnson Vision Care
(Australia) Pty Ltd
Johnson & Johnson Vision Care
(Shanghai) Ltd.
Johnson & Johnson Vision Care Ireland
Unlimited Company
Johnson & Johnson Vision Care, Inc.
Johnson & Johnson Vision Korea, Ltd.
Johnson & Johnson, Lda
Johnson & Johnson, S.A.
Johnson & Johnson, S.A. de C.V.
Johnson & Johnson, s.r.o.
Johnson & Johnson, s.r.o.
Johnson and Johnson (Proprietary) Limited
Johnson and Johnson Sihhi Malzeme Sanayi
Ve Ticaret Limited Sirketi
Johnson Y Johnson de Costa Rica, S.A.
JOM Pharmaceutical Services, Inc.
Kenvue Inc.
La Concha Land Investment Corporation
McNeil AB
McNeil Consumer Pharmaceuticals Co.
McNeil Denmark ApS
McNeil Healthcare (Ireland) Limited
McNeil Healthcare (UK) Limited
McNeil Healthcare LLC
McNeil Iberica S.L.U.
McNeil LA LLC
McNEIL MMP, LLC
McNeil Nutritionals, LLC
McNeil Panama, LLC
McNeil Products Limited
McNeil Sweden AB
Medical Device Business Services, Inc.
Medical Devices & Diagnostics
Global Services, LLC
Medical Devices International LLC
Medos International Sarl
Medos Sarl
MegaDyne Medical Products, Inc.
Menlo Care De Mexico, S.A. de C.V.
Mentor B.V.
Mentor Deutschland GmbH

Mentor Medical Systems B.V.
Mentor Partnership Holding
Company I, LLC
Mentor Texas GP LLC
Mentor Texas L.P.
Mentor Worldwide LLC
Middlesex Assurance Company Limited
Momenta Ireland Limited
Momenta Pharmaceuticals, Inc.
NeoStrata Company, Inc.
NeoStrata UG (haftungsbeschränkt)
Netherlands Holding Company
Neuravi Limited
NeuWave Medical, Inc.
Novira Therapeutics, LLC
NuVera Medical, Inc.
Obtech Medical Mexico, S.A. de C.V.
OBTECH Medical Sarl
OGX Beauty Limited
OMJ Holding GmbH
OMJ Pharmaceuticals, Inc.
Omrix Biopharmaceuticals Ltd.
Omrix Biopharmaceuticals NV
Omrix Biopharmaceuticals, Inc.
Ortho Biologics LLC
Ortho Biotech Holding LLC
Orthospin Ltd.
Orthotaxy SAS
Patriot Pharmaceuticals, LLC
Peninsula Pharmaceuticals, LLC
Percivia LLC
Pharmadirect Ltd.
Pharmedica Laboratories
(Proprietary) Limited
preCARDIA, Inc.
Princeton Laboratories, Inc.
Productos de Cuidado Personal y
de La Salud de Bolivia S.R.L.
Proleader S.A.
Prosidyan, Inc.
PT Integrated Healthcare Indonesia
PT Johnson & Johnson Indonesia
PT Johnson and Johnson Indonesia Two
Pulsar Vascular, Inc.
Regency Urban Renewal Associates
RespiVert Ltd.

Review Manager Test Entity 2
Royalty A&M LLC
Rutan Realty LLC
Scios LLC
Serhum S.A. de C.V.
Shanghai Elsker Mother & Baby Co., Ltd
Shanghai Johnson & Johnson Ltd.
Shanghai Johnson & Johnson
Pharmaceuticals Ltd.
Sodiac ESV
Spectrum Vision Limited Liability Company
Spectrum Vision Limited Liability
Partnership
SterilMed, Inc.
Surgical Process Institute
Deutschland GmbH
Synthes Costa Rica S.C.R., Limitada
SYNTHES GmbH
Synthes GmbH
Synthes Holding AG
Synthes Holding Limited
SYNTHES Medical Immobilien GmbH
Synthes Medical Surgical Equipment &
Instruments Trading LLC
Synthes Produktions GmbH
Synthes Proprietary Limited
Synthes S.M.P., S. de R.L. de C.V.
Synthes Tuttlingen GmbH
Synthes USA Products, LLC
Synthes USA, LLC
Synthes, Inc.
TARIS Biomedical LLC
TearScience, Inc.
The Anspach Effort, LLC
The Vision Care Institute, LLC
Tibotec, LLC
Torax Medical, Inc.
UAB "Johnson & Johnson"
Vania Expansion
Verb Surgical Inc.
Vision Care Finance Unlimited Company
Vogue International LLC
WH4110 Development Company, L.L.C.
Xian Janssen Pharmaceutical Ltd.
XO1 Limited
Zarbee's, Inc.

Managers and Officers of the Debtor

John Kim
Richard Dickinson
Robert Wuesthoff
Russell Deyo

Major Current Business Affiliations of Debtor's Managers

American Foundation for Opioid
Alternatives
Migration Policy Institute
Miller Center for Community Protection &
Reliance, Eagleton Institute of Politics,
Rutgers University
National Center for State Courts
National Council, McLean Hospital
One Mind

Depository and Disbursement Banks

Bank of America, N.A.

Major Sureties

Chubb
Federal Insurance Company
Liberty Mutual Insurance Company
Travelers Casualty and Surety Company
of America

Parties to Material Contracts With the Debtor

Johnson & Johnson
Johnson & Johnson Holdco (NA) Inc.
Johnson & Johnson Services, Inc.

Significant Co-Defendants in Talc-Related Litigation

3M Company
A.O. Smith Corporation
Albertsons Companies, Inc.
Avon Products, Inc.
Barretts Minerals, Inc.
BASF Catalysts LLC
Block Drug Company, Inc.
Borg Warner Morse Tec, Inc.
Brenntag North America
Brenntag Specialties, Inc.

Bristol-Myers Squibb Company
Carrier Corporation
Chanel, Inc.
Charles B. Chrystal Co., Inc.
Chattem, Inc.
Colgate-Palmolive Company
Conopco Inc.
Costco Wholesale Corporation
Coty, Inc.
Crane Co.
CVS Health Corporation
CVS Pharmacy, Inc.
Cyprus Amax Minerals Company
Cyprus Mines Corporation
Dana Companies, LLC
DAP Products, Inc.
Dollar General Corporation
Duane Reade Inc.
Eaton Corporation
Eli Lilly and Company
Elizabeth Arden, Inc.
Estee Lauder Inc.
Family Dollar Stores Inc.
Flowserve US, Inc.
FMC Corporation
Food 4 Less of California, Inc.
Ford Motor Company
Foster Wheeler, LLC
Gardner Denver, Inc.
General Electric Company
Genuine Parts Company
Goodyear Tire & Rubber Co.
Goulds Pumps, LLC
Grinnell LLC
Honeywell International, Inc.
Imerys Talc America, Inc.
Imerys USA, Inc.
IMO Industries Inc.
John Crane, Inc.
K&B Louisiana Corporation
Kaiser Gypsum Company, Inc.
Kmart Corporation
Kolmar Laboratories
Longs Drug Stores California
L'Oreal USA, Inc.
Lucky Stores, Inc.

Macy's, Inc.
Mary Kay Inc.
Maybelline LLC
Metropolitan Life Insurance Company
Noxell Corporation
Personal Care Products Council
Pfizer, Inc.
Pharma Tech Industries, Inc.
Pneumo Abex, LLC
PTI Royston, LLC
Publix Super Markets, Inc.
R.T. Vanderbilt Holding Company, Inc.
Ralphs Grocery Company
Revlon Consumer Products Corporation
Revlon, Inc.
Rite Aid Corporation
Safeway, Inc.
Sanofi-Aventis U.S. LLC
Shulton, Inc.
Specialty Minerals Inc.
Target Corporation
The Dow Chemical Company
The Estee Lauder Companies, Inc.
The Kroger Co.
The Procter & Gamble Company
Thrifty Payless, Inc.
Unilever Home & Personal Care USA
Union Carbide Corporation
Vanderbilt Minerals, LLC
ViacomCBS, Inc.
Walgreen Co.
Walmart, Inc.
Warren Pumps, LLC
Whittaker Clark & Daniels, Inc.
Wyeth Holdings LLC
Yves Saint Laurent America, Inc.

**Debtor's Proposed Professionals and
Claims Agent**

AlixPartners LLP
Bates White LLC
Blake, Cassels & Graydon LLP
Epiq Corporate Restructuring LLC
Hogan Lovells
Jones Day
King & Spalding LLP

McCarter & English, LLP
Orrick, Herrington, & Sutcliffe, LLP
Shook, Hardy & Bacon L.L.P.
Skadden, Arps, Slate, Meager & Flom LLP
Weil Gotshal & Manges LLP
Wollmuth Maher & Deutsch LLP

**Debtor's Proposed Significant Ordinary
Course Professionals, Consultants and
Service Providers**

Adler Pollock & Sheehan PC
Barrasso Usdin Kupperman
Freeman & Sarver, L.L.C.
Blank Rome LLP
Butler Snow LLP
Carlton Fields, P.A.
Chehardy, Sherman, Williams,
Recile, & Hayes
Damon Key Leong Kupchak Hastert
Davis Hatley Haffeman & Tighe
Dechert LLP
Elliott Law Offices, PA
Faegre Drinker Biddle & Reath LLP
Folliart, Huff, Ottaway & Bottom
Gibson, Dunn & Crutcher LLP
Goldman Ismail Tomaselli Brennan &
Baum
Hartline Barger
HeplerBroom LLC
Irwin Fritchie Urquhart & Moore LLC
Johnson & Bell Ltd.
Jones, Skelton & Hochuli, P.L.C.
Kaplan, Johnson, Abate & Bird LLP
Kelley Jasons McGowan Spinelli
Hanna & Reber, LLP
Kirkland & Ellis LLP
Kitch Drutchas Wagner
Valitutti & Sherbrook
Lewis Brisbois Bisgaard & Smith, LLP
Manion Gaynor & Manning LLP
Manning Gross + Massenburg
Miles & Stockbridge
Milligan & Hems
Morgan Lewis
Nelson Mullins Riley & Scarborough, LLP
Nutter McClennen & Fish LLP

Patterson Belknap Webb & Tyler LLP
Proskauer Rose LLP
Quattlebaum, Grooms & Tull PLLC
Schnader Harrison Segal & Lewis
Schwabe Williamson & Wyatt
Sills Cummis & Gross P.C.
Stoel Rives LLP
Sullivan Whitehead & Deluca LLP
Swartz Campbell LLC
The Weinhardt Law Firm
Tucker Ellis LLP
Willcox & Savage, P.C.

**Known Professionals for Certain
Non-Debtor Parties in Interest**

Barnes & Thornburg, LLP
Cravath, Swaine & Moore
White & Case LLP

**Proposed Future Claimants'
Representative and Her Proposed
Professional**

Randi S. Ellis
Walsh Pizzi O'Reilly Falanga LLP

Material Potentially Indemnified Parties

Bausch Health Companies Inc.
Cyprus Mines Corporation
Cyprus Talc Corp.
Imerys Talc America, Inc.
Imerys Talc Vermont, Inc.
Luzenac America, Inc.
Pharma Tech Industries, Inc.
PTI Royston, LLC
Rio Tinto America, Inc.
RTZ America, Inc.
Valeant Pharmaceuticals International, Inc.
Windsor Minerals Inc.
Costco Wholesale Corporation
Publix Super Markets, Inc.
Rite Aid Corporation
Safeway Inc.
Walmart Inc.

**Parties Who Have Entered Into Plan
Support Agreements**

Andres Pereira Firm
Ferrer, Poirot & Wansbrough
Johnson Law Group
Liakos Law, APC
Linville Law Group
McDonald Worley
Nachawati Law Group
OnderLaw, LLC
Pulaski Kherkher PLLC
Rueb Stoller Daniel, LLP
Seeger Weiss LLP
Slater Slater Schulman LLP
Trammell PC
Watts Guerra LLP
Wisner Baum, LLP

**Law Firms with Significant
Representations of Talc Claimants**

Andres Pereira Firm
Arnold & Itkin LLP
Aylstock, Witkin, Kreis &
Overholtz, PLLC
Beasley Allen Law Firm
Childers, Schlueter & Smith LLC
Ferrer, Poirot & Wansbrough
Johnson Law Group
Linville Law Group
McDonald Worley
Miller Firm, LLC
Nachawati Law Group
Napoli Shkolnik PLLC
OnderLaw, LLC
Pulaski Kherkher PLLC
Robinson Calcagnie
Rueb Stoller Daniel, LLP
Sanders, Phillips, Grossman, LLC
Seeger Weiss LLP
Slater Slater Schulman LLP
Trammell PC
Wagstaff Law Firm
Watts Guerra LLP
Wisner Baum, LLP

**Key Parties in *Imerys Talc America, Inc.*
and *Cyprus Mines Corp.* Chapter 11 Cases**

Cyprus Amax Minerals Company
Cyprus Mines Corporation
Cyprus Talc Corporation
Imerys S.A.
Imerys Talc America, Inc.
Imerys Talc Vermont, Inc.
(fka Windsor Minerals Inc.)
James L. Patton
Luzenac America, Inc.
Official Committee of Tort Claimants
(*In re Imerys Talc America, Inc.*)
Official Committee of Tort Claimants
(*In re Cyprus Mines Corp.*)
Roger Frankel

Debtor's Insurers

A.G. Securitas
ACE Property & Casualty Insurance
Company
Aetna Casualty and Surety Company
Affiliated FM Ins. Company
AIG Europe S.A.
AIG Property and Casualty Company
AIU Ins. Company
Allianz Global Risks US
Insurance Company
Allianz Ins. Company
Allstate Insurance Company
American Centennial Ins. Company
American Motorists Ins. Company
American Re-Insurance Company
Arrowood Indemnity Company
ASR Schadeverzekering N.V.
Assurances Generales De France
Assurantiekantoor VanWijk & Co.
Atlanta International Insurance Company
Birmingham Fire Ins. Company of
Pennsylvania
Central National Ins. Company of Omaha
Century Indemnity Company
Champion Dyeing Allocation Year
Chubb
City Ins. Company
Colonia Versicherungs AG, Koln

Company of N.Y.
Continental Insurance Company
Darag Deutsche Versicherungs-Und
Drake Ins. Company of New York
Employers Ins. Company of Wausau
Employers Ins. of Wausau
Employers Mutual Casualty Company
Eurinco Allgemeine
Everest Reinsurance Company
Fireman's Fund Ins. Company
First State Ins. Company
GAP
Gibraltar Casualty Company
Granite State Ins. Company
Great American
Great Northern Ins. Company
Great Southwest Fire Ins. Company
Groupe Drouot
Harbor Ins. Company
Hartford Accident and Indemnity Company
Home Ins. Company
Ideal Mutual Ins. Company
Industrial Indemnity Company
Ins. Company of North America
Ins. Company of the State of Pennsylvania
Ins. Corporation of Singapore Limited
Integrity Ins. Company
International Ins. Company
International Surplus Lines Ins. Company
Lexington Ins. Company
London Guarantee and Accident
L'Union Atlantique S.A. d'Assurances
Maas Lloyd
Mead Reinsurance Corporation
Middlesex Assurance Company
Midland Ins. Company
Midstates Reinsurance Corp.
Mission Ins. Company
Mission National Ins. Company
Munich Reinsurance America, Inc.
Mutual Fire, Marine, & Inland Ins.
Company
N.V. De Ark
N.V. Rotterdamse Assurantiekas
N.V. Schadeverzekeringsmaatschappij
National Casualty Company

National Union Fire Ins. Company of
Pittsburgh, PA
Nationwide
New Hampshire Ins. Company
North River Ins. Company
Northbrook Excess and Surplus
Ins. Company
Northeastern Fire Ins. Company
of Pennsylvania
Pacific Employers Ins. Company
ProSight
Prudential Reinsurance Company
Puritan Insurance Company
Republic Indemnity Company of America
Republic Ins. Company
Republic Western Ins. Company
Repwest Insurance Company
Resolute Management Inc.
Rheinland Versicherungen
Rheinland Verzekeringen
Riverstone Insurers
Royal Belge I.R., S.A. d'Assurances
Royal Indemnity Company
Royal Ins. Company
Rückversicherungs-AG
Safety Mutual Casualty Corporation
Safety National Casualty Corporation
Seguros La Republica SA
Sentry Insurance A Mutual Company
Southern American Ins. Company
Starr Indemnity & Liability Company
TIG Insurance Company
Transamerica Premier Insurance Company
Transit Casualty Company
Travelers Casualty and Surety Company
UAP
Union Atlantique d'Assurances S.A.
Union Indemnity Ins. Company
of New York
Versicherungs AG, Dusseldorf
Westchester Fire Insurance Company
Westport Insurance Corporation
XL Ins. Company

Potential Parties in Canadian Proceeding

Cassels Brock & Blackwell LLP
Ernst & Young Inc.

Washington, D.C.
West Virginia
Wisconsin

**States/Federal District With Consumer
Protection Investigations/Actions**

Alabama
Alaska
Arkansas
Arizona
Colorado
Connecticut
Delaware
Florida
Georgia
Hawaii
Idaho
Illinois
Iowa
Kansas
Kentucky
Maine
Maryland
Massachusetts
Michigan
Minnesota
Mississippi
Montana
Nebraska
Nevada
New Hampshire
New Jersey
New Mexico
New York
North Carolina
North Dakota
Ohio
Oklahoma
Oregon
Rhode Island
South Dakota
Texas
Utah
Vermont
Virginia
Washington

**The Office of the United States Trustee –
Region 3 – District of New Jersey**

Adam Shaarawy
Adela Alfaro
Alexandria Nikolinos
Angeliza Ortiz-Ng
Daniel C. Kropiewnicki
David Gerardi
Fran B. Steele
Francyne D. Arendas
James Stives
Jeffrey Sponder
Joseph C. Kern
Kirsten K. Ardelean
Lauren Bielskie
Maggie McGee
Martha Hildebrandt
Michael Artis
Neidy Fuentes
Peter J. D'Auria
Robert J. Schneider, Jr.
Tia Green
Tina L. Oppelt
William J. Ziemer

**Bankruptcy Judges for the District
of New Jersey**

Judge Andrew B. Altenburg, Jr.
Judge Christine M. Gravelle
Judge Jerrold N. Poslusny, Jr.
Judge John K. Sherwood
Judge Kathryn C. Ferguson
Judge Michael B. Kaplan
Judge Rosemary Gambardella
Judge Stacey L. Meisel
Judge Vincent F. Papalia